



Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 Fax

December 20, 1988

DEC 27 1988 - 10 - AM

Hon. Noretta R. **INTERSTATE COMMERCE COMMISSION**
Secretary
Interstate Commerce Commission
Washington, DC 20423

Date

Fee

ICC Washington, D. C.

**Re: Release and Assignment of Collateral ("Release") and
Termination of 1978 Series 2 Amended ETC Series Trust and
1978 Series 3 Amended ETC Series Trust**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$26 recordation fee.

Please record this Release under the Lease Agreement dated as of September 24, 1984, between Itel Rail Corporation and MidLouisiana Rail Corporation, which was filed with the ICC on August 19, 1985, under Recordation No. 14774. Please cross-index this Release to the Equipment Trust Agreement dated January 1, 1982, between Itel Rail Corporation and First Security Bank of Utah, N.A., which was filed with the ICC on September 20, 1983, under Recordation No. 14165.

The parties to the enclosed document are listed below:

First Security Bank of Utah, N.A. - Releaser-Assignor
79 South Main Street
Salt Lake City, Utah 84125

Itel Rail Corporation - Party Released-Assignee
55 Francisco Street
San Francisco, California 94133

This Release and Assignment of Collateral releases the interests of First Security Bank of Utah, N.A., Trustee, in the above-captioned Lease Agreement and the collateral thereunder and assigns it to Itel Rail Corporation. The rolling stock covered by this Release consists of units so designated in Schedule B thereto.

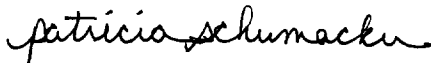
Honorable Noreta R. McGee
December 20, 1988
Page Two

A short summary of the document should appear in the Index as follows:

"Release of all interest in the above indentified Lease or Sublease and collateral thereunder and assignment thereof by First Security Bank of Utah, N.A., to Itel Rail Corporation."

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

A handwritten signature in cursive script, reading "patricia schumacker".

Patricia Schumacker
Legal Department

Enclosures

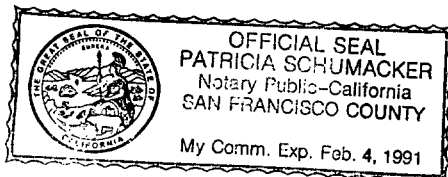
CERTIFICATION OF TRUE COPY DEC 27 1988 10 30 AM

INTERSTATE COMMERCE COMMISSION
On December 19, 1988, I, Patricia O'Grady, examined the original copy of the Release and Assignment of Collateral and Termination of 1978 Series 2 Amended ETC Series Trust and 1978 Series 3 Amended ETC Series Trust dated as of October 21, 1988, between Itel Rail Corporation and First Security Bank of Utah, N.A., and I hereby certify that I have compared the attached duplicate copy with the original, and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

Patricia O'Grady
Patricia O'Grady

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 19th day of December, 1988, before me personally appeared Patricia O'Grady, personally known to me to be the person whose name is subscribed to the above instrument, and she acknowledged that she executed the same.



Patricia Schumacker
Notary Public

**RELEASE AND ASSIGNMENT OF COLLATERAL
AND TERMINATION OF
1978 SERIES 2 AMENDED ETC SERIES TRUST
1978 SERIES 3 AMENDED ETC SERIES TRUST**

RECORDATION NO. 14774-7
OCT 27 1988 10 22 AM
INTERSTATE COMMERCE COMMISSION

This Release and Assignment of Collateral and Termination of Trusts ("Release") is entered into as of the 21st day of October, 1988, by and between Itel Rail Corporation ("Itel Rail") and First Security Bank of Utah, N.A., as trustee.

WHEREAS, Itel Corporation ("Itel"), as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of February 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on March 21, 1978 (as amended, the "1978 Series 2 Equipment Trust") and given Recordation No. 9291; and

WHEREAS, Itel, as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of November 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on December 22, 1978 (as amended, the "1978 Series 3 Equipment Trust") and given Recordation No. 9932; and

WHEREAS, the 1978 Series 2 Equipment Trust and 1978 Series 3 Equipment Trust (collectively, the "Terminated Trusts") have been consolidated, amended and restated in the Consolidated, Amended, and Restated Equipment Trust Agreement dated as of January 1, 1982, as amended (as amended, the "ETC Modification Agreement") among First Security Bank of Utah, N.A., as Trustee ("Trustee"); Itel and Itel Rail, which ETC Modification Agreement was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on September 30, 1983 and given Recordation No. 14165; and

WHEREAS, Itel Rail is successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, pursuant to the ETC Modification Agreement, the Trustee holds title to certain units of Trust Equipment (as defined in the ETC Modification Agreement) as trustee for the benefit of the Holders of 1978 Series 2 Amended Trust Certificates and 1978 Series 3 Amended Trust Certificates (all as defined in the ETC Modification Agreement) (collectively, the "Exchanged Certificates"); and

WHEREAS, Itel and Itel Rail have assigned to the Trustee their rights under certain leases, subleases, Leases, Subleases

(as defined in the ETC Modification Agreement) and amendments thereto as collateral security for the payment and performance of Itel Rail's obligations under the ETC Modification Agreement with respect to the 1978 Series 2 Amended Series Trust and 1978 Series 3 Amended ETC Series Trust (all as defined in the ETC Modification Agreement) (collectively, the Terminated ETC Series Trusts") and the Terminated Trusts; and

WHEREAS, the Trustee has received from each Holder of Exchanged Certificates a direction to release to Itel Rail all equipment, property, rights and instruments in the Terminated ETC Series Trust(s) and Terminated Trust(s) in which such Holder holds an interest; and

WHEREAS, Itel Rail and Trustee are parties to a Release and Assignment of Collateral and Termination of Trusts (the "First Release"), dated as of September 30, 1986, pursuant to which five of the seven trusts, namely the 1976 Series 1 Amended ETC Series Trust, 1977 Series 1 Amended ETC Series Trust, 1977 Series 2 Amended ETC Series Trust, 1978 Series 1 Amended ETC Series Trust and 1978 Series 4 Amended ETC Series Trust (all as defined in the First Release), which were originally consolidated into the ETC Modification Agreement, were released.

NOW, THEREFORE, in consideration of the premises, the parties hereby agree as follows:

1. The Trustee hereby releases and conveys to Itel Rail all right, title, estate and interest which it has or may have in and to: (i) the equipment set forth on Schedule A hereto, and any other equipment which it holds under the ETC Modification Agreement with respect to the Terminated Trusts and Terminated ETC Series Trusts (the "Released Equipment"), and (ii) all leases, subleases, Leases and Subleases thereto set forth in Exhibit B hereto and all amendments thereto, to the extent they relate to Released Equipment, and any other leases, subleases, Leases, Subleases and amendments thereto that were assigned to the Trustee as collateral security for the payment and performance of Itel Rail's obligations under the ETC Modification Agreement with respect to the Terminated Trusts and Terminated ETC Series Trusts (the "Released Instruments").
2. All right, title, estate and interest which the Trustee has or may have in and to the Released Equipment and the Released Instruments is hereby vested in Itel Rail.
3. The Trustee represents that the Released Equipment and Released Instruments are free and clear of any lien, claim, security interest, pledge or encumbrance of any kind or description granted by the Trustee.

4. The Trustee will, at Itel Rail's expense, from time to time, do and perform any other act and will execute and acknowledge, and will deliver and file, register, deposit, and record (and will refile, reregister,, rerecord, or redeposit whenever required) any and all further instruments required by law or reasonably requested and prepared by Itel Rail in order to release or convey to Itel Rail any interests which the Trustee has or may have in the Released Equipment and Released Instruments.
5. Each of the Terminated Trusts and Terminated ETC Series Trusts is hereby terminated and extinguished except to the extent that the provisions of any of them expressly provide for the survival of any obligations thereunder after the termination thereof.
6. The ETC Modification Agreement is hereby terminated and extinguished except to the extent that the provisions of the ETC Modification Agreement expressly provide for the survival of any obligations thereunder after the termination thereof.
7. This Release shall be governed by the laws of the State of New York, but the parties shall be entitled to all rights conferred by the laws of the United States permitting filing with the Interstate Commerce Commission.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective names by officers thereunto duly authorized, all as of the date first above written.

ITEL RAIL CORPORATION



Robert C. Kiehle
Vice President-Finance

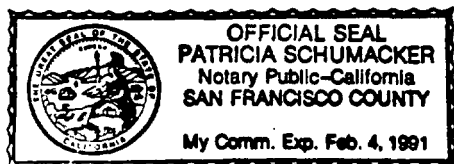
— FIRST SECURITY BANK OF UTAH, N.A.,
AS TRUSTEE



Authorized Officer

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 21st day of October, 1988, before me personally appeared Robert C. Kiehle, to me personally known, who being by me duly sworn says that he is Vice President-Finance of IteI Rail Corporation, that the foregoing Release was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing Release was the free act and deed of said corporation.



Patricia Schumacker
Notary Public

STATE OF Utah)
) ss.
COUNTY OF Salt Lake)

On this 13 day of December, 1988, before me personally appeared Val T. Orton, to me personally known, who being by me duly sworn says that such person is Asst. Vice President of First Security Bank of Utah, N.A., that the foregoing Release was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing Release was the free act and deed of said corporation.

Edith W. Ogilvie
Notary Public
Commission expires 10-26-89

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88		Number of Cars	Type of Car
ALM	1101	1	XM
ALM	1500-1575	98	XM
ALM	1577		
ALM	1579-1599		
AN	2101	1	XM
AN	2202-2240	39	XM
AN	5550-5599	50	XM
AN	5815-5860	46	XM
ASAB	7200-7230	97	XM
ASAB	7232-7259		
ASAB	7261-7282		
ASAB	7284-7299		
ASAB	7449-7463	15	XM
ASAB	7464-7487	24	XM
ASAB	7488-7499	12	XM
ASAB	7500-7502	3	XM
BN	377300-377343	98	XM
BN	377345-377392		
BN	377394-377399		
CC	12-15	25	XM
CC	28-32		
CC	35-50		
CCR	6000-6049	50	XM
CCR	6390-6399	10	XM

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88		Number of Cars	Type of Car
CCR	6806-6814	59	XM
CCR	6818-6829		
CCR	6834-6839		
CCR	6841-6850		
CCR	6853		
CCR	6860-6880		
CIRR 95001-95050		50	XM
COP	7204-7205	70	XM
COP	7208		
COP	7213		
COP	7215		
COP	7218		
COP	7220-7221		
COP	7224-7225		
COP	7228		
COP	7232		
COP	7235		
COP	7241		
COP	7245		
COP	7247		
COP	7250		
COP	7252		
COP	7257-7258		
COP	7260		
COP	7265		
COP	7268-7269		
COP	7272		
COP	7274		
COP	7277-7279		
COP	7285-7286		
COP	7290		
COP	7293		
COP	7295		
COP	7297		
COP	7299-7300		
COP	7303		
COP	7308-7309		
COP	7311		
COP	7314		
COP	7317		
COP	7319		

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88		Number of Cars	Type of Car
COP	7327		
COP	7329		
COP	7335		
COP	7338		
COP	7341-7342		
COP	7344		
COP	7346		
COP	7349		
COP	7351		
COP	7353		
COP	7359		
COP	7365		
COP	7367		
COP	7369		
COP	7371		
COP	7375-7376		
COP	7382		
COP	7384-7387		
COP	7389		
COP	7392		
COP	7400		
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GBW	8051-8111	145	XM
GBW	8113-8176		
GBW	8178-8197		
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GMRC	750-771	48	XM
GMRC	773-794		
GMRC	796-799		
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HS	4001	26	XM
HS	4003		
HS	4005		
HS	4008-4012		
HS	4033-4034		
HS	4036		
HS	4044		
HS	4052-4053		
HS	4056		
HS	4061		
HS	4070		
HS	4076		

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88		Number of Cars	Type of Car
HS	4078		
HS	4082		
HS	4089-4090		
HS	4092-4093		
HS	4095		
HS	4099		
HS	70101-70150	50	XM
KCS	755001	44	XM
KCS	755010		
KCS	755028		
KCS	755036		
KCS	755044		
KCS	755052		
KCS	755061		
KCS	755087		
KCS	755095		
KCS	755109		
KCS	755117		
KCS	755125		
KCS	755133		
KCS	755141		
KCS	755150		
KCS	755168		
KCS	755176		
KCS	755184		
KCS	755192		
KCS	755206		
KCS	755214		
KCS	755222		
KCS	755231		
KCS	755257		
KCS	755265		
KCS	755273		
KCS	755281		
KCS	755290		
KCS	755303		
KCS	755311		
KCS	755338		
KCS	755346		
KCS	755354		
KCS	755362		
KCS	755371		

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
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Trust Equipment as of 8-18-88		Number of Cars	Type of Car
KCS	755389		
KCS	755397		
KCS	755401		
KCS	755419		
KCS	755427		
KCS	755435		
KCS	755443		
KCS	755451		
KCS	755460		
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LEF	2500-2579	80	HT
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MB	4006-4018	90	XM
MB	4020-4051		
MB	4053-4067		
MB	4069-4095		
MB	4097-4099		
MB	4100-4150	50	XM
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MDW	10300-10363	64	XM
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MTW	4300-4318	94	XM
MTW	4320-4324		
MTW	4326-4332		
MTW	4334-4353		
MTW	4355-4380		
MTW	4382		
MTW	4384-4399		
MTW	8049-8050	2	XM
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MR	1010	94	XM
MR	1012		
MR	1014		
MR	1016		
MR	1018		
MR	1030		
MR	1032		
MR	1034		

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
MR	1036	
MR	1038	
MR	1050	
MR	1052	
MR	1054	
MR	1056	
MR	1058	
MR	1070	
MR	1072	
MR	1074	
MR	1076	
MR	1078	
MR	1090	
MR	1092	
MR	1094	
MR	1096	
MR	1210	
MR	1212	
MR	1214	
MR	1216	
MR	1218	
MR	1230	
MR	1232	
MR	1234	
MR	1236	
MR	1238	
MR	1252	
MR	1254	
MR	1256	
MR	1258	
MR	1270	
MR	1272	
MR	1274	
MR	1276	
MR	1278	
MR	1292	
MR	1294	
MR	1296	
MR	1298	
MR	1410	
MR	1412	
MR	1414	
MR	1416	
MR	1418	
MR	1430	

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

<u>Trust Equipment</u> <u>as of 8-18-88</u>	<u>Number</u> <u>of Cars</u>	<u>Type</u> <u>of Car</u>
MR 1432		
MR 1434		
MR 1436		
MR 1438		
MR 1450		
MR 1454		
MR 1456		
MR 1458		
MR 1470		
MR 1472		
MR 1474		
MR 1276		
MR 1478		
MR 1490		
MR 1492		
MR 1494		
MR 1496		
MR 1498		
MR 1610		
MR 1612		
MR 1614		
MR 1616		
MR 1618		
MR 1630		
MR 1632		
MR 1634		
MR 1636		
MR 1638		
MR 1650		
MR 1652		
MR 1654		
MR 1656		
MR 1658		
MR 1670		
MR 1672		
MR 1674		
MR 1676		
MR 1690		
MR 1694		
MR 1696		
MR 1698		
MR 2400-2405	6	XM
MR 4081	2	XM

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88		Number of Cars	Type of Car
MR	4084		
MR	8050-8052	38	XM
MR	8054-8057		
MR	8059-8089		
MR	11100-11169	70	XM
MR	7000	13	XM
MR	7004-7005		
MR	7007-7008		
MR	7010		
MR	7012		
MR	7018-7020		
MR	7022-7024		
MR	7040-7074	35	XM
MR	7081-7134	78	XM
MR	7153-7176		
MSE	800-855	97	XM
MSE	857-873		
MSE	876-899		
MSE	900-914	97	XM
MSE	916-919		
MSE	921-969		
MSE	971-999		
MSE	1800-1834	48	XM
MSE	1836-1848		
NLG	5101-5105	289	XM
NLG	5107-5158		
NLG	5160-5161		
NLG	5163-5217		
NLG	5219-5288		
NLG	5290-5324		
NLG	5326-5371		
NLG	5373-5375		
NLG	5377-5382		
NLG	5384-5390		

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88		Number of Cars	Type of Car
NLG	5392-5396		
NLG	5398-5400		
NLG	5601-5624	49	XM
NLG	5626-5650		
NLG	5651-5665	15	XM
NOPB	3100	49	XM
NOPB	3103-3104		
NOPB	3106-3115		
NOPB	3119		
NOPB	3121		
NOPB	3123		
NOPB	3125-3126		
NOPB	3132		
NOPB	3134-3137		
NOPB	3139-3140		
NOPB	3143-3145		
NOPB	3148-3149		
NOPB	3157		
NOPB	3160		
NOPB	3163		
NOPB	3165-3166		
NOPB	3171-3172		
NOPB	3174-3175		
NOPB	3179-3180		
NOPB	3183-3185		
NOPB	3189-3190		
NOPB	3193		
NOPB	3197-3198		
NOPB	3200	52	XM
NOPB	3204		
NOPB	3206-3209		
NOPB	3211-3212		
NOPB	3214		
NOPB	3216-3217		
NOPB	3219		
NOPB	3222-3223		
NOPB	3226-3228		
NOPB	3230		
NOPB	3236		
NOPB	3239		

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
NOPB 3241		
NOPB 3243		
NOPB 3245		
NOPB 3247		
NOPB 3249		
NOPB 3252-3255		
NOPB 3258		
NOPB 3260		
NOPB 3263-3269		
NOPB 3272		
NOPB 3275-3276		
NOPB 3278-3279		
NOPB 3281		
NOPB 3284-3285		
NOPB 3287		
NOPB 3291-3292		
NOPB 3295		
NOPB 3298-3299		
NOPB 3401-3403	69	XM
NOPB 3405		
NOPB 3407-3409		
NOPB 3411-3412		
NOPB 3416		
NOPB 3418-3421		
NOPB 3426		
NOPB 3428-3430		
NOPB 3432		
NOPB 3434-3436		
NOPB 3438-3439		
NOPB 3441		
NOPB 3443-3451		
NOPB 3455-3457		
NOPB 3459		
NOPB 3461-3475		
NOPB 3479		
NOPB 3482-3486		
NOPB 3488-3489		
NOPB 3492-3495		
NOPB 3497-3499		
PHD 2000-2022	192	XM
PHD 2024-2037		
PHD 2039-2051		

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

<u>Trust Equipment</u> <u>as of 8-18-88</u>	<u>Number</u> <u>of Cars</u>	<u>Type</u> <u>of Car</u>
PHD 2053-2059		
PHD 2061-2093		
PHD 2095-2119		
PHD 2121		
PHD 2123-2185		
PHD 2187-2199		
QC 76000-76046	74	XM
QC 76048-76074		
QC 76075-76101	79	XM
QC 76103-76113		
QC 76116-76156		
QC 76174	1	XM
QC 76257-76293	42	XM
QC 76295-76299		
QC 76300-76312	50	XM
QC 76314-76350		
SRN 3550-3649	100	XM
SRN 5300-5349	50	XM
SSIX 1000-1012	93	SEM
SSIX 1014-1015		
SSIX 1017-1026		
SSIX 1028		
SSIX 1030-1044		
SSIX 1046-1075		
SSIX 1077-1080		
SSIX 1082-1099		
TASD 77112-77113	162	XM
TASD 77115		
TASD 77119		
TASD 77121-77127		
TASD 77129-77137		
TASD 77139-77157		

1978 SERIES 2 ETC SERIES TRUST
 Filed Under ICC Recordation No. 9291
 on March 21, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
TASD 77159-77160		
TASD 77162-77168		
TASD 77170-77172		
TASD 77174-77180		
TASD 77182-77192		
TASD 77194-77197		
TASD 77199-77208		
TASD 77210-77220		
TASD 77222-77224		
TASD 77226-77229		
TASD 77231		
TASD 77233-77234		
TASD 77236-77239		
TASD 77241-77244		
TASD 77246-77256		
TASD 77258		
TASD 77260-77274		
TASD 77276-77286		
TASD 77288-77289		
TASD 77291-77300		
TASD 78001-78011	296	XM
TASD 78013-78056		
TASD 78058-78079		
TASD 78081-78083		
TASD 78085-78300		
TASD 78303-78305	53	XM
TASD 78309-78310		
TASD 78313		
TASD 78320		
TASD 78322		
TASD 78325		
TASD 78329-78331		
TASD 78334		
TASD 78337		
TASD 78339-78342		
TASD 78348-78350		
TASD 78354		
TASD 78356		
TASD 78360		
TASD 78368		
TASD 78370		
TASD 78381-78382		
TASD 78384		

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
TASD 78390		
TASD 78398		
TASD 78404		
TASD 78408		
TASD 78410		
TASD 78414		
TASD 78423-78425		
TASD 78428		
TASD 78434		
TASD 78442-78443		
TASD 78449		
TASD 78464-78466		
TASD 78471		
TASD 78473-78474		
TASD 78488		
TASD 78490		
TASD 78496		
TASD 78504	29	XM
TASD 78508		
TASD 78511		
TASD 78516		
TASD 78518		
TASD 78522		
TASD 78524		
TASD 78527		
TASD 78533		
TASD 78535		
TASD 78538		
TASD 78544		
TASD 78547		
TASD 78551-78453		
TASD 78554-78555		
TASD 78558-78561		
TASD 78563		
TASD 78568		
TASD 78575		
TASD 78581		
TASD 78586		
TASD 78590		
TASD 78595		
TASD 78599-78600		

TM 3000-3001

83

XM

Schedule A

1978 SERIES 2 ETC SERIES TRUST
Filed Under ICC Recordation No. 9291
on March 21, 1978

Trust Equipment as of 8-18-88		Number of Cars	Type of Car
TM	3003		
TM	3009-3010		
TM	3012-3014		
TM	3016		
TM	3018		
TM	3020-3021		
TM	3027-3028		
TM	3031		
TM	3035		
TM	3037-3039		
TM	3042-3043		
TM	3045-3046		
TM	3048-3049		
TM	3051		
TM	5054		
TM	3058-3060		
TM	3062-3065		
TM	3068		
TM	3074-3076		
TM	3079-3080		
TM	3082		
TM	3084-3085		
TM	3087-3090		
TM	3092-3094		
TM	3097-3105		
TM	3107-3109		
TM	3112-3113		
TM	3115		
TM	3117-3120		
TM	3123-3124		
TM	3131		
TM	3135		
TM	3137-3140		
TM	3142-3143		
TM	3145-3146		
TM	3148-3149		
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VSO	6200-6249	50	XM
VSO	6350-6399	50	XM

Total Cars: 3.941

Schedule A

1978 SERIES 3 ETC SERIES TRUST
Filed Under ICC Recordation No. 9932
on December 22, 1978

Trust Equipment as of 8-18-88		Number of Cars	Type of Car
AHW	105525	1	FC
ALM	1250-1278	29	XM
ALM	1600-1624	25	XM
AN	5600-5644	195	XM
AN	5646-5648		
AN	5650-5713		
AN	5715-5734		
AN	5736-5740		
AN	5742-5799		
AN	5800-5814	15	XM
AN	5861	14	XM
AN	5863-5875		
BAR	9700-9718	113	XM
BAR	9794-9888		
BN	377000-377009	122	XP
BN	377011-377119		
BN	377121-377123		
CCR	6650-6699	50	XM
CCR	6700-6720	99	XM
	6722-6799		
CCR	6800-6802	3	XM
CCR	6803-6805	3	XM
CCR	6881-6905	25	XM
COER	100000-100001	30	FC
COER	100003-100030		

Schedule A

1978 SERIES 3 ETC SERIES TRUST
Filed Under ICC Recordation No. 9932
on December 22, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
COER 250004	22	FC
COER 250008		
COER 250011		
COER 250017		
COER 250022		
COER 250027		
COER 250032-250035		
COER 250037		
COER 250039		
COER 250044		
COER 250052		
COER 250054-250055		
COER 250063		
COER 250065		
COER 250067		
COER 250073-250074		
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DTI 90000	157	FC
DTI 90003-90005		
DTI 90007-90008		
DTI 90010		
DTI 90012-90014		
DTI 90016		
DTI 90018-90019		
DTI 90022		
DTI 90025-90026		
DTI 90028-90031		
DTI 90034-90036		
DTI 90039		
DTI 90041-90045		
DTI 90048-90050		
DTI 90053-90058		
DTI 90060-90062		
DTI 90068-90072		
DTI 90074		
DTI 90076-90077		
DTI 90079-90083		
DTI 90086		
DTI 90089-90092		
DTI 90094		
DTI 90096		
DTI 90098		
DTI 90102-90107		
DTI 90110		

1978 SERIES 3 ETC SERIES TRUST
Filed Under ICC Recordation No. 9932
on December 22, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
DTI 90112-90115		
DTI 90117		
DTI 90121-90122		
DTI 90125-90126		
DTI 90128		
DTI 90132-90135		
DTI 90137		
DTI 90139-90142		
DTI 90144-90148		
DTI 90150-90151		
DTI 90154		
DTI 90157-90163		
DTI 90165		
DTI 90167-90172		
DTI 90175-90176		
DTI 90178		
DTI 90180-90182		
DTI 90184-90189		
DTI 90191-90194		
DTI 90197-90198		
DTI 90200-90206		
DTI 90208-90210		
DTI 90212-90219		
DTI 90221-90224		
DTI 90228-90234		
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EACH 4010	12	XP
EACH 4021-4022		
EACH 4088		
EACH 4103		
EACH 4105		
EACH 4113-4115		
EACH 4120		
EACH 4124		
EACH 4131		
EACH 4138		
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GBW 7000-7049	50	XM
GBW 8302-8303	34	XM
GBW 8306		
GBW 8317		
GBW 8319		